

Company number 10670173

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

POINTVOUCHER HOLDING LTD (Company)

15 June 2017

Under Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that:

- Resolution 1 below is passed as an ordinary resolution (**Ordinary Resolution**); and
- Resolution 2 below is passed as a special resolution (**Special Resolution**).

ORDINARY RESOLUTION

1 Sub-division of shares

THAT, in accordance with section 618 of the Companies Act 2006, the 500 ordinary shares of £1.00 each in the issued share capital of the Company be sub-divided into 5,000 ordinary shares of £0.10 each, such shares having the same rights and being subject to the same restrictions (save as to nominal value) as the existing ordinary shares of £1.00 each in the capital of the Company as set out in the Company's articles of association for the time being.

SPECIAL RESOLUTION

2 Disapplication of pre-emption rights

THAT, subject to the passing of resolution 1, the Directors be generally empowered to allot equity securities (as defined in section 560 of the CA 2006), as if article 30 of the Company's articles of association did not apply to any such allotment, provided that this power shall:

- 2.1 be limited to the allotment of equity securities up to an aggregate nominal amount of £26.30; and
- 2.2 expire on 15 July 2017 (unless renewed, varied or revoked by the Company prior to or on that date).

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Ordinary Resolution and Special Resolution.

The undersigned, a person entitled to vote on the above resolutions on 15 June 2017, hereby irrevocably



agrees to the Ordinary Resolution and Special Resolution:

Signed:

Charlotte Uelin

Name (Print):

CHARLOTTE UELIN

Date:

15 June 2017

NOTES

1. You can choose to agree to both the Ordinary Resolution and Special Resolution or neither of them but you cannot agree to only one of the resolutions. If you agree to both of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following delivery methods:
 - **By hand:** delivering the signed copy to Thomas Gadegaard at Pointvoucher Holding, Unit 2-4 Little Ridge, Welwyn Garden City, AL7 2BH, United Kingdom.
 - **Post:** returning the signed copy by post to Thomas Gadegaard Unit at Pointvoucher Holding, 2-4 Little Ridge, Welwyn Garden City, AL7 2BH, United Kingdom.
 - **Email:** by attaching a scanned copy of the signed document to an email and sending it to Thomas Gadegaard at tga@pointvoucher.com. Please type "Pointvoucher Holding Ltd - Written resolutions dated 15 June 2017" in the email subject box.

If you do not agree to all of the resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.
2. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
3. Unless by 13 July 2017, sufficient agreement is received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.

The undersigned a person entitled to vote on the above resolutions on 15 June 2017, hereby irrevocably agrees to the Ordinary Resolution and Special Resolution

Signed

Name (Print)

Date

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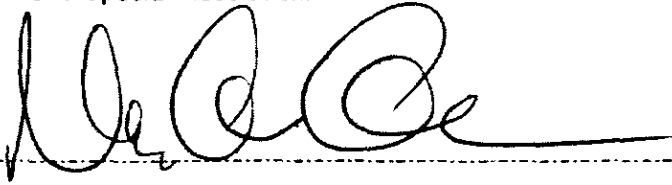
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agrees to the Ordinary Resolution and Special Resolution:

Signed:



Name (Print):

NICOLAI ELMQUIST

Date:

15.06.2017

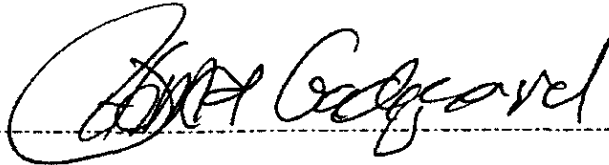
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agrees to the Ordinary Resolution and Special Resolution:

Signed:



Name (Print):

THOMAS GADEGAARD

Date:

15/6-2017

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